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UNITED STATES BANKRUPTCY COURT**DISTRICT OF NEVADA****3:10-CV-00348**

In re

STATION CASINOS, INC.

- ☐ Affects this Debtor
☒ Affects all Debtors
☐ Affects Northern NV Acquisitions, LLC
☐ Affects Reno Land Holdings, LLC
☐ Affects River Central, LLC
☐ Affects Tropicana Station, LLC
☐ Affects FCP Holding, Inc.
☐ Affects FCP Voteco, LLC
☐ Affects Fertitta Partners LLC
☐ Affects FCP MezzCo Parent, LLC
☐ Affects FCP MezzCo Parent Sub, LLC
☐ Affects FCP MezzCo Borrower VII, LLC
☐ Affects FCP MezzCo Borrower VI, LLC
☐ Affects FCP MezzCo Borrower V, LLC
☐ Affects FCP MezzCo Borrower IV, LLC
☐ Affects FCP MezzCo Borrower III, LLC
☐ Affects FCP MezzCo Borrower II, LLC
☐ Affects FCP MezzCo Borrower I, LLC
☐ Affects FCP PropCo, LLC

Chapter 11

Case Nos. BK-N-09-52470-GWZ
 through BK-N-09-52487-GWZ

Jointly Administered Under
 BK-N-09-52477-GWZ

NOTICE OF APPEAL

Hearing Date: N/A
 Hearing Time: N/A

FILED	RECEIVED
ENTERED	SERVED ON
COUNSEL/PARTIES OF RECORD	
JUN - 9 2010	
CLERK US DISTRICT COURT DISTRICT OF NEVADA	
FY: _____	DEPUTY _____

1 The Official Committee of Unsecured Creditors appointed in the chapter 11 bankruptcy
2 cases of the above-captioned debtors and debtors in possession, including Station Casinos, Inc.
3 (“SCI”) and FCP PropCo, LLC (“PropCo” and with SCI, collectively, the “Debtors”), hereby
4 appeals under 28 U.S.C. § 158(a) and Fed. R. Bankr. P. 8001(a) from the *Order Establishing*
5 *Bidding Procedures and Deadlines Relating to Sale Process for Substantially All of the Assets of*
6 *Station Casinos Inc. and Certain “Opco” Subsidiaries* [Dkt. No. 1563] entered by the United
7 States Bankruptcy Court for the District of Nevada on June 4, 2010, a copy of which is attached
8 hereto as **Exhibit A**.

9 The names of all parties to the order appealed from and the names, address and telephone
10 numbers of there respective attorneys are as follows:

PARTY	ATTORNEY(S)
SCI	MILBANK, TWEED, HADLEY & MCCLOY, LLP Thomas Kreller, Esq. 601 S. Figueroa Street, 30th Floor Los Angeles, CA 90017 Tel.: (213) 892-4000 -and- LEWIS AND ROCA, LLP Bruce T. Beesley, Esq. 50 West Liberty St., Suite 410 Reno, NV 89501 Tel.: (775) 823-2900
PropCo	GIBSON, DUNN & CRUTCHER LLP Oscar Garza, Esq. 3161 Michelson Drive Irvine, CA 92612 Tel: (949)451-3800 -and- LEWIS AND ROCA, LLP Bruce T. Beesley, Esq. 50 West Liberty St., Suite 410 Reno, NV 89501 Tel.: (775) 823-2900

Administrative Agent for the Prepetition Lenders	<p>SIMPSON THACHER & BARTLETT LLP Sandy Qusba, Esq. 425 Lexington Avenue New York, NY 10017 Tel.: (212) 455-2000</p> <p>-and-</p> <p>MCDONALD CARANO WILSON LLP Kaaran E. Thomas, Esq. 100 West Liberty St., 10th Floor Reno, NV 89501 Tel.: (775) 788-2000</p>
Collateral Agent to the CMBS Lenders	<p>SIDLEY AUSTIN LLP Larry J. Nyhan, Esq. 1 South Dearborn Chicago, IL 60603 Tel.: (312) 853-7000</p> <p>-and-</p> <p>LIONEL SAWYER & COLLINS Jennifer A. Smith, Esq. 1100 Bank of America Plaza 50 W. Liberty Street Reno, NV 89501 Tel.: (775) 788-8624</p>
Independent SCI Lenders	<p>STUTMAN, TREISTER & GLATT Eric D. Goldberg, Esq. 1901 Avenue of the Stars, Twelfth Floor Los Angeles, CA 90067-6013 Tel.: (310) 228-5600</p> <p>-and-</p> <p>DOWNEY BRAND Sallie B. Armstrong, Esq. 427 West Plumb Lane Reno, NV 89509 Tel.: 775.329.5900</p>
Fertitta Gaming, LLC	<p>MUNGER, TOLLES & OLSON, LLP John Speigel, Esq. 355 South Grand Avenue, 35th Floor Los Angeles, CA 90071 Tel.: (213) 683-9100</p>

1 2 3 4 5 6 7 8	Dr. James Nave	SKADDEN, ARPS, SLATE, MEAGHER & KLOM, LLP Eric S. Waxman, Esq. Van C. Durrer, II, Esq. 300 South Grand Avenue, Suite 3400 Los Angeles, CA 90071 Tel.: (213) 687-5251 -and- JONES VARGAS Janet L. Chubb, Esq. 100 West Liberty St. Reno, NV 89501 Tel.: (775) 786-5000
9 10	Office of the United States Trustee	William Cossitt, Esq. 300 Booth Street, Suite 2129 Reno, NV 89509 Tel.: (775) 784-5052

11 DATED this 8th day of June 2010.

12 **FRIED, FRANK, HARRIS,**
13 **SHRIVER & JACOBSON LLP**

14 By s/Bonnie Steingart
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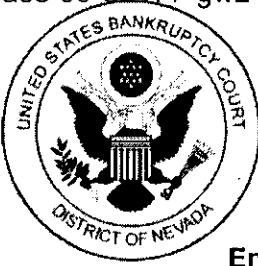
18 **FOX ROTHSCHILD LLP**
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22 -and-

23 **QUINN EMANUEL URQUART**
24 **& SULLIVAN, LLP**
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27 *Counsel for the Official Committee*
28 *of Unsecured Creditors*

EXHIBIT A



Entered on Docket
June 04, 2010

[Signature]
Hon. Gregg W. Zive
United States Bankruptcy Judge

Paul S. Aronzon (CA State Bar No. 88781)
Thomas R. Kreller (CA State Bar No. 161922)
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Local Reorganization Counsel for
Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re:

STATION CASINOS, INC.

- ☐ Affects this Debtor
- ☒ Affects all Debtors
- ☐ Affects Northern NV Acquisitions, LLC
- ☐ Affects Reno Land Holdings, LLC
- ☐ Affects River Central, LLC
- ☐ Affects Tropicana Station, LLC
- ☐ Affects FCP Holding, Inc.
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- ☐ Affects FCP MezzCo Borrower I, LLC
- ☐ Affects FCP PropCo, LLC

Chapter 11

Case No. BK-09-52477
Jointly Administered
BK 09-52470 through BK 09-52487

**ORDER ESTABLISHING BIDDING
PROCEDURES AND DEADLINES
RELATING TO SALE PROCESS FOR
SUBSTANTIALLY ALL OF THE
ASSETS OF STATION CASINOS INC.
AND CERTAIN "OPCO"
SUBSIDIARIES**

Hearing Date: May 27 and 28, 2010
Place: 300 Booth Street
Reno, NV 89509

1 Upon Debtors' Motion for Entry of Order Establishing Bidding Procedures and
2 Deadlines Relating to Sale Process for Substantially All of the Assets of Station Casinos, Inc.
3 and Certain "Opco" Subsidiaries, dated April 7, 2010 (the "Motion");¹ and the Court having
4 determined that the relief sought in the Motion is in the best interests of the Debtors, their
5 creditors and all parties in interest; and the Court having determined that the legal and factual
6 bases set forth in the Motion establish just cause for the relief granted herein; and after due
7 deliberation and sufficient cause appearing therefor:

8 **THE COURT HEREBY FINDS AND CONCLUDES AS FOLLOWS:**

9 A. This Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334,
10 and over the persons and property affected hereby.

11 B. Consideration of the Motion constitutes a core proceeding under 28 U.S.C.
12 § 157(b)(2).

13 C. Venue for this case and proceedings on the Motion is proper in this district
14 pursuant to 28 U.S.C. §§ 1408 and 1409.

15 D. Under the circumstances, the Court concludes that the notice given by the
16 Debtors of the Motion and the relief requested in the Motion constitutes due, sufficient and
17 appropriate notice and complies with section 102(1) of the Bankruptcy Code, Fed. R. Bankr. P.
18 Rules 2002 and 4001(b), (c) and (d) and the Local Rules of the Court, and that no further notice
19 of, or hearing on, the relief sought in the Motion and the relief granted herein is necessary or
20 required.

21 E. Based on the foregoing, and upon the record made before this Court at the
22 hearing on the Motion (including the oral findings of fact and conclusions of law announced by
23 the Court on May 28, 2010), and good and sufficient cause appearing therefor;

24 **IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:**

25 1. The Motion is granted.

26 2. All objections to the Motion that have not been withdrawn, waived, or
27 settled and all reservations of rights included therein, are overruled on the merits.

28 ¹ Capitalized terms not otherwise defined herein have the meanings assigned to them in the Motion.
#4823-7512-9606

1 3. The Bidding Procedures set forth in Exhibit 1 annexed hereto and
2 incorporated herein by reference in their entirety are approved and shall be effective and binding
3 on all parties as if such Bidding Procedures were set forth in this Order.

4 4. The Opco Debtors are authorized to conduct the Auction in accordance
5 with the provisions of the Bidding Procedures.

6 5. The Bidding Procedures Notice annexed hereto as Exhibit 2 is approved as
7 adequate and appropriate under the circumstances and the Debtors are directed and authorized to
8 serve the Bidding Procedures Notice within 5 business days of the date this Order is entered.

9 6. The Debtors designated as "OpCo Sellers" on Schedule 1 of the Bidding
10 Procedures are authorized to execute the Asset Purchase Agreement described in paragraph D(1)
11 of the Bidding Procedures; provided, however, that (a) such authorization and execution shall
12 not impose any liability or obligation on the part of any Debtor, other than the expense
13 reimbursement provided for in Section 8.3 of the Asset Purchase Agreement, unless and until the
14 Court has entered the Confirmation Order, and (b) this Order shall be without prejudice to the
15 rights of any party in interest to object to the Debtors' consummation of the transactions
16 contemplated by the Asset Purchase Agreement.

17 7. This Court shall retain jurisdiction to hear and determine all matters
18 arising from the implementation and/or interpretation of this Order and the Bidding Procedures.

1 SUBMITTED BY:

2 Paul S. Aronzon (CA State Bar No. 88781)
3 Thomas R. Kreller (CA State Bar No. 161922)
4 MILBANK, TWEED, HADLEY & McCLOY LLP
5 601 South Figueroa Street, 30th Floor
6 Los Angeles, California 90017

7 Reorganization Counsel for
8 Debtors and Debtors in Possession

9 Bruce T. Beesley, #1164
10 Laury Macauley, #11413
11 LEWIS AND ROCA LLP
12 50 W. Liberty Street, Ste. 410
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14 Local Reorganization Counsel
15 For Debtors and Debtors in Possession
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1 APPROVED/~~DISAPPROVED~~

APPROVED/~~DISAPPROVED~~

2 INDEPENDENT LENDERS

3 THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS

4 By /s/ Eric D. Goldberg

By /s/ Bonnie Steingart

5
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8 APPROVED/~~DISAPPROVED~~

APPROVED/~~DISAPPROVED~~

9 PROPCO LENDERS

OPCO LENDERS

10 By /s/ Larry J. Nyhan

By /s/ Sandeep Qusba

11
12
13
14 APPROVED/~~DISAPPROVED~~

15 OFFICE OF THE UNITED STATES
TRUSTEE

16 By

17 _____
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